

HELM-PACIFIC LEASING
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

July 27, 2001

Mr. Vernon Williams
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDATION NO. **22511-A** FILED
AUG 3 '01 11-12 AM
TS
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams: ?

Enclosed are three (3) originals of the Memorandum of Amendment No. 2 dated as of January 11, 2001 to the Railroad Equipment Lease Agreement dated as of February 26, 1998 between the following parties:

Lessor: Helm-Pacific Leasing
c/o Helm Pacific Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

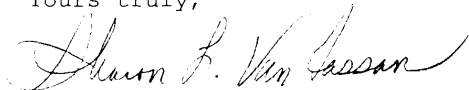
Lessee: Larsen Farms Hay Terminal, Inc.
10 Kilgore Road
Dubois, ID 83423

A short summary of the document to appear in the index follows:

Amended Memorandum of Full Maintenance Lease Agreement dated as of October 1, 1999 between Helm-Pacific Leasing as Lessor and Larsen Farms Hay Terminal, Inc. as Lessee, covering fifty-seven (56) gondola railcars within the series HPJX 147005-148114 (NI).

Please file this Amended Memorandum of Full Maintenance Lease Agreement as a supplementary document to Recordation No. 22511 filed on November 2, 1999 and return two (2) stamped originals to my attention. The filing fee of \$28.00 is enclosed.

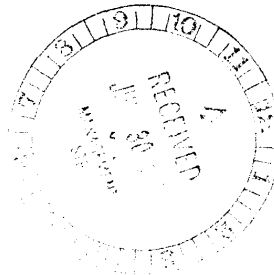
Yours truly,



Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (3)

1az001-A1.stb



AMENDED MEMORANDUM OF
FULL MAINTENANCE LEASE AGREEMENT

THIS AMENDED MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is dated as of October 1, 1999 and is intended to evidence Amendment No. 1 dated as of October 1, 1999 to that certain Full Maintenance Lease Agreement dated as of February 18, 1999, as amended ("Lease"), between HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor"), and LARSEN FARMS HAY TERMINAL, INC., an Idaho corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A.1. hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease, as amended.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

HELM-PACIFIC LEASING
By: Helm Pacific Corporation,
a General Partner

LARSEN FARMS HAY TERMINAL, INC.

By: *David R. Eckles*

By: *Richard Larsen*

Print Name: David R. Eckles

Print Name: *Richard Larsen*

Title: President

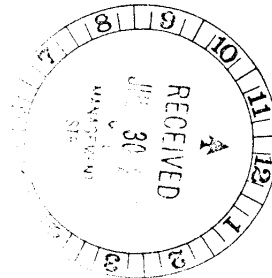
Title: *Manager*

By: Union Pacific Venture
Leasing, Incorporated,
a General Partner

By: *Joseph E. D'Annunzio, Jr.*

Print Name: *JOSEPH E. D'ANNUNZIO, JR.*

Title: *CEO & PRESIDENT*



RECORDATION NO. 22511-A FILED

amendmen\1ez001.01 cm:02/10/00

AUG 3 '01 11-12 AM

SURFACE TRANSPORTATION BOARD

am

SCHEDULE A.1.

To the Amended Memorandum of Full Maintenance Lease Agreement

1. Group A & Group B Units:

Equipment Description: Ten (10), 100-ton, 6,350 c.f.c. flat bottom woodchip gondolas, with an inside length of 60'-6 1/8" and equipped with 1 end door. Built by Gunderson in 1966 (2 cars) and Union Pacific Omaha Shop in 1967 or 1968 (8 cars).

Group A Units

Mark	Number	Year Built	Inside Length	# of End Door(s)	C.F.C.
1	HPJX 147028	1966	60' 6 1/8"	1	6350
2	HPJX 147119	1966	60' 6 1/8"	1	6350
3	HPJX 147127	1967	60' 6 1/8"	1	6350
4	HPJX 147150	1967	60' 6 1/8"	1	6350
5	HPJX 147165	1967	60' 6 1/8"	1	6350
6	HPJX 147167	1967	60' 6 1/8"	1	6350
7	HPJX 147308	1967	60' 6 1/8"	1	6350

Group B Units

Mark	Number	Year Built	Inside Length	# of End Door(s)	C.F.C.
1	HPJX 147161	1967	60' 6 1/8"	1	6350
2	HPJX 147208	1967	60' 6 1/8"	1	6350
3	HPJX 147242	1968	60' 6 1/8"	1	6350

2. Group C Units:

Equipment Description: Forty (40), 100-ton, 6007-6500 c.f.c., gondola railcars with either 1 or 2 end door(s).

Mark	Number	Year Built	Inside Length	# of End Door(s)	C.F.C.	Mark	Number	Year Built	Inside Length	# of End Door(s)	C.F.C.
1	HPJX 147341	1969	60' 6 5/8"	2	6007	21	HPJX 147695	1970	59' 7"	2	6420
2	HPJX 147352	1969	60' 6 5/8"	2	6007	22	HPJX 147696	1970	59' 7"	2	6420
3	HPJX 147363	1969	60' 6 5/8"	2	6007	23	HPJX 147723	1970	59' 7"	2	6420
4	HPJX 147417	1969	60' 6 5/8"	2	6007	24	HPJX 147727	1972	59' 6 5/8"	2	6500
5	HPJX 147549 *	1970	60' 6 1/8"	1	6048	25	HPJX 147764	1972	59' 6 5/8"	2	6500
6	HPJX 147571 *	1970	60' 6 1/8"	1	6048	26	HPJX 147787	1972	59' 6 5/8"	2	6500
7	HPJX 147586 *	1970	60' 6 1/8"	1	6048	27	HPJX 147811	1972	59' 6 5/8"	2	6500
8	HPJX 147601 *	1970	60' 6 1/8"	1	6048	28	HPJX 147814	1972	59' 6 5/8"	2	6500
9	HPJX 147606	1970	59' 7"	2	6420	29	HPJX 147832	1975	59' 7"	2	6550
10	HPJX 147610 *	1970	60' 6 1/8"	1	6048	30	HPJX 147869	1975	59' 7"	2	6550
11	HPJX 147618 *	1970	60' 6 1/8"	1	6048	31	HPJX 147879	1975	59' 7"	2	6550
12	HPJX 147621	1970	59' 7"	2	6420	32	HPJX 147908	1975	59' 7"	2	6550
13	HPJX 147622	1970	59' 7"	2	6420	33	HPJX 147990	1977	59' 7"	2	6500
14	HPJX 147623 *	1970	60' 6 1/8"	1	6048	34	HPJX 148007	1977	59' 7"	2	6500
15	HPJX 147633	1970	59' 7"	2	6420	35	HPJX 148017	1977	59' 7"	2	6500
16	HPJX 147656	1970	59' 7"	2	6420	36	HPJX 148038	1977	59' 7"	2	6500
17	HPJX 147657	1970	59' 7"	2	6420	37	HPJX 148071	1977	59' 7"	2	6500
18	HPJX 147659	1970	59' 7"	2	6420	38	HPJX 148091	1977	59' 7"	2	6500
19	HPJX 147665	1970	59' 7"	2	6420	39	HPJX 148113	1977	59' 7"	2	6500
20	HPJX 147682	1970	59' 7"	2	6420	40	HPJX 148114	1977	59' 7"	2	6500

* These Units also have 2 side doors.

3. Group D Units:

Equipment Description: Seven (7), 100-ton, 6048-6350 c.f.c., gondola railcars with 1 end door.

Mark	Number	Year Built	Inside Length	# of End Door(s)	C.F.C.
1	HPJX 147005	1966	60' 6 1/8"	1	6350
2	HPJX 147099	1966	60' 6 1/8"	1	6350
3	HPJX 147138	1966	60' 6 1/8"	1	6350
4	HPJX 147152	1966	60' 6 1/8"	1	6350
5	HPJX 147182	1966	60' 6 1/8"	1	6048
6	HPJX 147184	1966	60' 6 1/8"	1	6048
7	HPJX 147307	1968	60' 6 1/8"	1	6048

Out

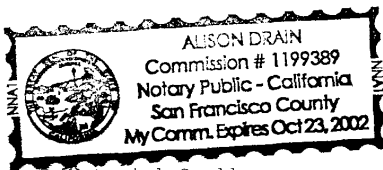
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On May 16th, 2000, before me, Alison Drain, personally
appeared David R. Eckles, President of **HELM PACIFIC CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon behalf of
which the person(s) acted, executed the instrument.



[Notarial Seal]

WITNESS my hand and official seal.

Alison Drain
Signature of Notary Public

STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)

On May 11, 2000, before me, Sheryl L. Alvey, personally
appeared, JOSEPH E. O'CONNOR, JR., CEO & PRESIDENT of
UNION PACIFIC VENTURE LEASING, INCORPORATED,

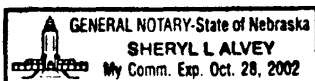
✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon behalf of
which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[Notarial Seal]



Sheryl L. Alvey
Signature of Notary Public

CMH

STATE OF Idaho)
) S.S.
COUNTY OF Jefferson)

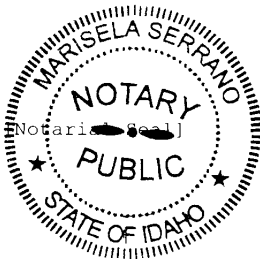
On April 17, ²⁰⁰¹~~2000~~, before me, Marisela Serrano,
personally appeared Richard Larsen, _____ of
LARSEN FARMS HAY TERMINAL, INC.


☒ personally known to me -OR-

_____ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon behalf of
which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.





Signature of Notary Public
Exp. May 8, 2006